

BURLINGTON NORTHERN RAILROAD

LAW AND
GOVERNMENT AFFAIRS

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102

(817) 878-2361

December 16, 1986

RECORDATION NO. *643208* Filed 1426

13 Oct -3 20 PM

INTERSTATE COMMERCE COMMISSION

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Room 1312
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Re: Document for Recordation: Amendment to Burlington
Northern Inc. Equipment Trust of 1971, Series 3

Dear Secretary Bayne:

Enclosed is an original and one copy of the documents described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an amendment to Burlington Northern Inc. Equipment Trust of 1971, Series 3, a secondary document. The amendment is dated October 22, 1985. The primary document to which this amendment relates is Burlington Northern Equipment Trust of 1971, Series 3, which was recorded under ICC Recordation No. 6432.

The names and addresses of the parties to the documents are as follows:

Trustee: Citibank, N.A. (formerly First National City
Bank)
5 Hanover Square
New York, New York 10043

Lessee: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

A description of the equipment covered by the document follows:

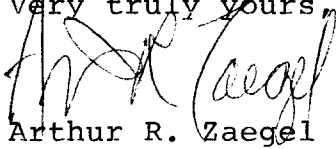
BN Inc. Equipment Trust of 1971, Series 3, covers various locomotives, rail cars, and cabooses. The amendment to BN Inc. Equipment Trust of 1971, Series 3, covers caboose, BN 10704, subject to said Trust.

A check in the amount of \$10.00 is enclosed to cover your filing fee. Please return the original amendment and any extra copies not needed by the Commission for recordation to Arthur R. Zaegel, Assistant General Solicitor, Burlington Northern Railroad Company, 3800 Continental Plaza, 777 Main Street, Fort Worth, Texas 76102.

A short summary of the document to appear in the index follows:

The amendment to BN Inc. Equipment Trust of 1971, Series 3, consists of a written consent of the Trustee to convert caboose BN 10704 to mobile living quarters for railroad maintenance-of-way personnel, and to renumber such unit BN 968757.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Arthur R. Zaegel', is written over the typed name.

Arthur R. Zaegel
Assistant General Solicitor

ARZ:jh

Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

1/14/86

OFFICE OF THE SECRETARY

Arthur E. Zaegel
Assist. General Solicitor
Furlington Northern RR.
3800 Continental Plaza 777 Main St
Ft. Worth, Texas 76102
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/13/86 at 3:26pm, and assigned re-recording number(s). 6432-L, 6588-H, 8593-G, 9300-B, 10735-B
12644-C Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)



BURLINGTON NORTHERN RAILROAD

LAW AND
GOVERNMENT AFFAIRS

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102

STATEMENT OF NEW ROAD NUMBERS

October 14, 1985

RECORDED NO. 6432-8
JAN 13 1986 -3 22 PM
INTERSTATE COMMERCE COMMISSION

Citibank, N.A.
Corporate Trust Department
5 Hanover Square
New York, NY 10043

Gentlemen:

Please refer to the agreement between Citibank, N.A., successor to First National City Bank, and Burlington Northern Inc. (now Burlington Northern Railroad Company), which agreement constitutes Burlington Northern Inc. Equipment Trust of 1971, Series 3 (hereafter called "the Agreement").

Burlington Northern Railroad Company ("the Company") requests permission from Citibank, N.A. ("the Trustee") to convert a caboose subjected to the Agreement to mobile living quarters for Company track service and maintenance employees, at an estimated cost of \$32,355. The exterior of the caboose will not be altered. The interior of the caboose will be modified to include bunks, and eating and washing facilities.

The Company proposes to change the road numbers of the subject caboose as follows:

Present Road Number

BN 10704

Proposed New Road Number

BN 968757

Citibank, N.A.

- 2 -

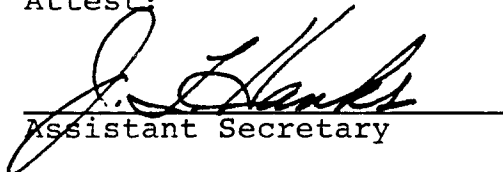
October 14, 1985

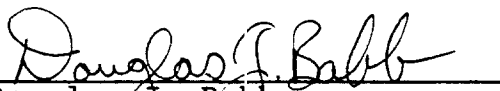
Notice is hereby given that upon receipt of your consent, we will proceed with the conversion described above. Your expeditious handling of this request would be appreciated.

Very truly yours,

BURLINGTON NORTHERN RAILROAD
COMPANY
(formerly Burlington Northern
Inc.)

Attest:


Assistant Secretary


By: 
Douglas J. Babb
General Counsel
Corporate Law

STATE OF TEXAS)
)
COUNTY OF TARRANT) ss.

On this 15th day of October, 1985, before me personally appeared DOUGLAS J. BABB, to me personally known, who being by me duly sworn, says that he is General Counsel-Corporate Law of Burlington Northern Railroad Company; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the true act and deed of said corporation.


Assistant Secretary

Subscribed and sworn to before me
this 15th day of October, 1985


Notary Public

Citibank, N.A.
5 Hanover Square
New York, N.Y.
10043

APR 22

October 23, 1985

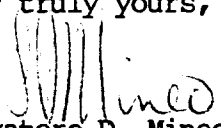
Douglas J. Babb, Esq.
General Counsel
Corporate Law
Burlington Northern Railroad
3800 Continental Plaza
777 Main Street
Ft. Worth, TX 76102

Re: Burlington Northern Inc.
Equipment Trust of 1971, Series 3

Dear Mr. Babb:

As requested in your letter of October 14, 1985, we have executed and enclosed the consent relating to the conversion of caboose BN 10704 to mobile living quarters for railroad personnel.

Very truly yours,


Salvatore D. Mineo
Senior Trust Officer

Encl.


KNOW ALL MEN BY THESE PRESENTS, that Citibank, N.A., Trustee under Burlington Northern Inc. Equipment Trust of 1971, Series 3, for and in consideration of the sum of \$1.00 to it paid, the receipt of which is hereby acknowledged, does hereby consent to the conversion of caboose BN 10704 to mobile living quarters for railroad maintenance-of-way personnel, to be renumbered BN 968757 for identification purposes.

IN WITNESS WHEREOF, Citibank, N.A., as Trustee, has caused these presents to be signed by one of its Senior Trust Officers, and its corporate seal to be hereunto affixed and attested by one of its Trust Officers this 22nd day of October, 1985.

CITIBANK, N.A., Trustee

Attest:

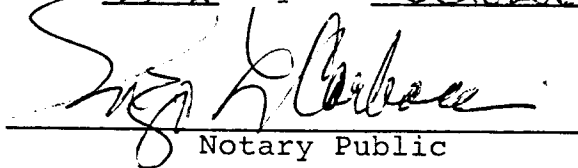
By: 
Senior Trust Officer


Trust Officer

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) ss.

On this 22nd day of October, 1985, before me personally appeared Salvatore D. Mineo, to me personally known, who being by me duly sworn, says that he is Senior Trust Officer of CITIBANK, N.A. (a National Banking Association organized under the laws of the United States of America); that the seal affixed to the foregoing instrument is the seal of said National Association; that said instrument was signed and sealed on behalf of said Association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Association.

Subscribed and sworn to before me
this 22nd day of October, 1985

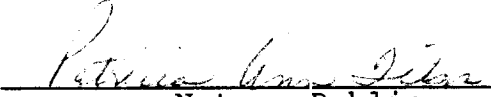


Notary Public

EDUO L. CARBUCCI
Notary Public, State of New York
No. 43—6635395
Qualified in Richmond County
Cert. filed in New York County
Term Expires March 30, 1986

CERTIFICATE

This is to certify that I am a Notary Public under the laws of the State of Texas; that I have compared this copy of the consent to convert cabooses into mobile living quarters and to renumber said cabooses, with the original executed consent; and that I have found the copy to be complete and identical in all respects to the original executed consent.



Notary Public
State of Texas

(Seal)

My Commission Expires:

4/7/89